

P1100000 42297

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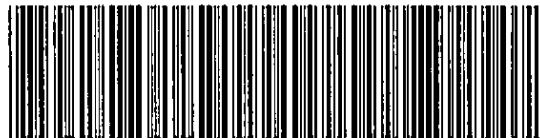
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18 NOV 19 AM 5:33  
11/15/2018

Amended  
&  
Restated

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: DELMAY CORPORATION

DOCUMENT NUMBER: P11000042297

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TODD DELMAY

Name of Contact Person

DELMAY CORPORATION

Firm/ Company

2131 Hollywood Blvd., Suite 408

Address

Hollywood, FL 33020

City/ State and Zip Code

todd@delmaycorp.com

E-mail address: (to be used for future annual report notification)



For further information concerning this matter, please call:

Todd Delmay at ( 954 ) 744-8396  
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DELMAY CORPORATION**  
a Florida corporation

FILED  
18 NOV 19 PM 5:49  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF DADE  
FLORIDA

DELMAY CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "**Corporation**"), hereby certifies as follows:

1. The name of the corporation is DELMAY CORPORATION. The Corporation's original Articles of Incorporation (Document No. P11000042297) were filed with the Florida Department of State on May 2, 2011.

2. On October 8, 2018, the sole member of the Board of Directors of the Corporation approved a resolution proposing to amend and restate the Articles of Incorporation, and recommending such amended and restated Articles of Incorporation to the shareholders, and on October 8, 2018 the sole shareholder of the Corporation approved the recommendation of the Board of Directors pursuant to Section 607.1007 of the Florida Business Corporation Act, as amended and authorized these Amended and Restated Articles of Incorporation. The votes cast were sufficient for approval.

3. The Amended and Restated Articles of Incorporation of the Corporation shall read in their entirety as follows:

**ARTICLE I**

The name of the Corporation is DELMAY CORPORATION (hereinafter called the "**Corporation**").

**ARTICLE II**

The address of the principal place of business of the Corporation is 2131 Hollywood Blvd., Suite 408, Hollywood, FL 33020.

**ARTICLE III**

The registered office of this Corporation is 2131 Hollywood Blvd., Suite 408, Hollywood, FL 33020. The initial registered agent at that address is Todd Delmay.

**ARTICLE IV**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE V

The Corporation is authorized to issue two classes of stock which shall be designated, respectively, "Common Stock" and "Preferred Stock." The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is Eleven Million (11,000,000) shares consisting of (a) Ten Million (10,000,000) shares of Common Stock having a par value of \$.0001 per share and (b) One Million (1,000,000) shares of Preferred Stock, par value \$.0001 per share ("Preferred Stock").

Upon the effective time of these Amended and Restated Articles of Incorporation (the "*Effective Time*"), the shares of the Corporation's stock issued and outstanding immediately prior to the Effective Time and any shares of stock issued and held in the treasury of the Corporation immediately prior to the Effective Time shall be reclassified as two hundred (200) shares of Common Stock. Each stock certificate that, immediately prior to the Effective Time, represented shares of stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares of stock formerly represented by such certificate shall have been reclassified; provided, however, that each person of record holding a certificate that represented shares of stock that were issued and outstanding immediately prior to the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of stock formerly represented by such certificate shall have been reclassified.

### A. PROVISIONS RELATING TO THE COMMON STOCK

1. Voting Rights. At every meeting of the shareholders of the Corporation (or with respect to any action by written consent in lieu of a meeting of shareholders), each share of Common Stock shall be entitled to one (1) vote (whether voted in person by the holder thereof or by proxy or pursuant to a shareholders' consent).

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise.

3. Liquidation, Dissolution or Winding-Up. Upon liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full have been set aside, the remaining net assets of the Corporation, if any, shall be divided among and paid ratably to the holders of Common Stock.

B. PROVISIONS RELATING TO THE PREFERRED STOCK

1. General. The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors as hereinafter prescribed.

2. Preferences. Authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock, and, with respect to each class or series of Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable, on any other class or classes or series of stock, whether or not such dividend shall be cumulative or non-cumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios

or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

#### C. GENERAL PROVISIONS

1. Cumulative Voting. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, cumulative voting by any shareholder is hereby expressly denied.

2. Preemptive Rights. Except as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of Preferred Stock, as hereinabove provided, no shareholder of this Corporation shall have, by reason of its holding shares of any class or series of stock of the Corporation, any preemptive or preferential rights to purchase or subscribe for any other shares of any class or series of this Corporation now or hereafter authorized, and any other equity securities, or any notes, debentures, warrants, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder.

### ARTICLE VI

A. **NUMBER OF DIRECTORS**. The number of directors constituting the Corporation's Board of Directors shall not be less than one (1) nor more than nine (9), and the exact number of directors shall be fixed from time to time in the manner provided in the Bylaws of the Corporation.

B. **VACANCIES**. A director may resign at any time by giving written notice to the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, in which event the Board of Directors may fill the pending vacancy before the effective date if they provide that the successor does not take office until the effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the size of the Board of Directors shall be filled by the affirmative vote of a majority of the current directors though less than a quorum of the Board of Directors, or

may be filled by an election at an annual or special meeting of the shareholders called for that purpose, unless otherwise provided by law. A director elected to fill a vacancy shall be elected until the next election of one or more directors by shareholders if the vacancy is caused by an increase in the number of directors.

#### **ARTICLE VII**

Directors of the Corporation shall not be personally liable for monetary damages to the Corporation to the fullest extent permitted by Florida law.

#### **ARTICLE VIII**

The Company shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by Florida law as now or hereafter in effect. Without limiting the generality of the foregoing, the Company's Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**IN WITNESS WHEREOF**, the undersigned, for the purpose of amending and restating the Corporation's Articles of Incorporation pursuant to laws of the State of Florida, has executed these Amended and Restated Articles of Incorporation as of October 8, 2018.

DELMAY CORPORATION

By: Todd Delmay  
Name: Todd Delmay  
Title: President / CEO